

**EXHIBIT D-2**

**Morgan Litigation Status Report, Dated December 6, 2002**

COMMONWEALTH OF MASSACHUSETTS  
APPEALS COURT

JOHN MORGAN, ET AL., :  
Appellants, :  
: :  
v. : C.A. NO. 99-P-1965  
: :  
W.R. GRACE, INC., ET AL., :  
Appellees. : :

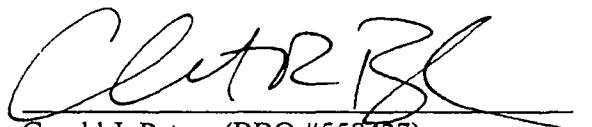
**STATUS REPORT**

On April 28, 2001, appellee W.R. Grace & Co.—Conn. filed a Suggestion of Bankruptcy in this action notifying the Court that the United States Bankruptcy Court for the District of Delaware entered an Order for Relief under Title 11 of Chapter 11 of the United States Code. Pursuant to 11 U.S.C. § 362(a), the Debtors' filing of their respective voluntary petitions operates as a stay of judicial proceedings against the debtors, including appellee W.R. Grace & Co.—Conn. This Court has repeatedly stayed these proceedings.

In accordance with this Court's December 5, 2002, Order, appellee W.R. Grace & Co.—Conn. files this status report and notifies this Court that the stay of judicial proceedings against the debtors in question, including W.R. Grace & Co.—Conn., in place pursuant to 11 U.S.C. § 362(a), remains in full force and effect. The Bankruptcy Court Bar Date for most general unsecured claims is March 31, 2003. In light of the fact that the bankruptcy proceedings are not likely to be resolved in the near future, W.R. Grace & Co.—Conn. once again requests that this Court order that any future status reports be filed in ninety (90) day intervals.

Respectfully submitted,

W.R. GRACE & CO. – CONN.  
By its attorneys,



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DATED: December 6, 2002

CERTIFICATION

To:

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I certify that I mailed a copy of the within Status Report to counsel of record, as above, on December 6, 2002.

